

FORMAN HOLT ELIADES & RAVIN LLC

80 Route 4 East, Suite 290

Paramus, New Jersey 07652

(201) 845-1000

Attorneys for Saladworks LLC and Saladworks Development, Inc.

(N.J.D.C. #DME-6203)

In Re:	:	UNITED STATES BANKRUPTCY COURT
	:	FOR THE DISTRICT OF NEW JERSEY
	:	
GDI MANAGEMENT THREE INC.,	:	Chapter 7
	:	
Debtor.	:	Case No.: 09-37378 (JHW)

In Re:	:	
	:	
	:	
GDI MANAGEMENT-FOUR, INC.,	:	Chapter 7
	:	
Debtor.	:	Case No.: 09-37421 (JHW)

**CERTIFICATION OF SANDEE DEVINE IN FURTHER SUPPORT OF MOTION
FOR A DETERMINATION THAT CERTAIN AGREEMENTS ARE NOT PROPERTY
OF THE BANKRUPTCY ESTATE OR, IN THE ALTERNATIVE, FOR RELIEF FROM
AUTOMATIC STAY PURSUANT TO 11 U.S.C. §362(d) FOR SALADWORKS LLC AND
SALADWORKS DEVELOPMENT, INC. TO TERMINATE AGREEMENTS WITH
THE DEBTOR**

Sandee Devine, of full age, hereby certifies pursuant to Title 28 of the United States Code,
Section 1746:

1. I am the Vice President of Franchise Administration for Saladworks LLC (“Saladworks”) and Saladworks Development, Inc. (“Saladworks Development”). I make this affidavit based on my personal knowledge, a review of the records of Saladworks and Saladworks Development, and information available through employees of Saladworks and Saladworks Development and a review of the pleadings filed in the above captioned bankruptcy cases. This Certification is made in further support of the motions in each of the above captioned cases for a

determination that certain agreements are not property of the within bankruptcy estate or, in the alternative, for relief from the automatic stay pursuant to 11 U.S.C. §362(d) for Saladworks to terminate certain agreements with the Debtor.

2. On September 30, 2009, I was contacted by a supplier of the Debtors and advised that the State of New Jersey, Division of Taxation, was in possession of the Deptford restaurant in that the State was emptying the cash register and was in the process of padlocking that franchised location. I immediately contacted Frank Salera of the Debtors who confirmed the aforementioned situation with the Deptford restaurant and advised that the State had also padlocked the franchised restaurant in Sewell on September 30. Mr. Salera told that the Debtors would not be operating the restaurants going forward because the State of New Jersey had padlocked the restaurants on September 30, claiming that the Debtors had not paid approximately \$265,000 in sales taxes.

3. Saladworks' records reflect that the Debtors did not report any sales at the restaurants on either September 30, 2009 or October 1, 2009. In fact, neither of the Debtors has reported any sales from September 30, 2009 forward.

4. September 30, 2009 and October 1, 2009 were scheduled to be "business days" for the Debtors. The Debtors failed to operate on September 30, 2009 and October 1, 2009, and every day since.

5. Because, among other things, the Debtors failed to operate on September 30 and October 1, 2009, on October 1, 2009 I issued a termination notice to GDI Management-Four, Inc. on behalf of Saladworks. On October 2, 2009, I issued a termination notice to GDI Management Three Inc.

I hereby certify that the foregoing statements made by me are true and that this certification is executed under penalty of perjury this 9th day of November, 2009.

/s/ Sandee Devine
Sandee Devine
Vice President of Franchise Administration

M:\SALADWORKS, LLC\GDI MANAGEMENT THREE INC\PLEADINGS\STAY RELIEF\Devine Cert2.doc